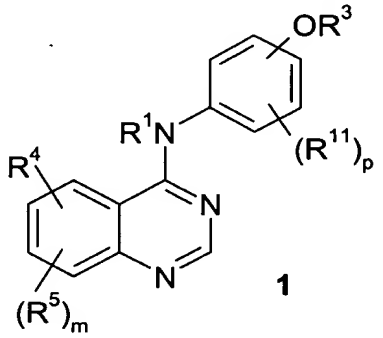
IN THE CLAIMS:

Please amend claim 16 pursuant to 37 C.F.R. §1.121, as follows:

1. (Previously Amended) A compound of the formula 1



1

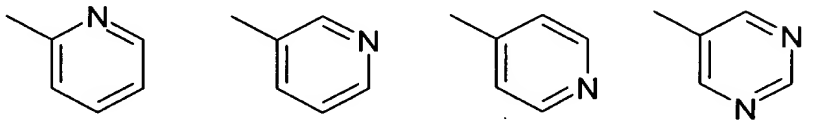
or a pharmaceutically acceptable salt or prodrug thereof, wherein:

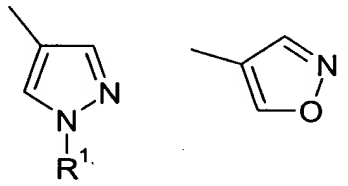
m is an integer from 0 to 3;

p is an integer from 0 to 4;

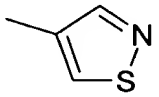
each R^1 and R^2 is independently selected from H and C_1-C_6 alkyl;

R^3 is selected from





and



wherein the foregoing R^3 groups are optionally substituted by 1 to 3 R^8 groups;

R^4 is $-(CR^{16}R^{17})_m-C\equiv C-(CR^{16}R^{17})_kR^{13}$, or $-(CR^{16}R^{17})_m-C=C-(CR^{16}R^{17})_kR^{13}$, wherein each k is an integer from 1 to 3, and each m is an integer from 0 to 3;

each R^5 is independently selected from halo, hydroxy, $-NR^1R^2$, C_1-C_6 alkyl, trifluoromethyl, C_1-C_6 alkoxy, trifluoromethoxy, $-NR^6C(O)R^1$, $-C(O)NR^6R^7$, $-SO_2NR^6R^7$, $-NR^6C(O)NR^7R^1$, and $-NR^6C(O)OR^7$;

each R^6, R^{6a} and R^7 is independently selected from H, C_1-C_6 alkyl, $-(CR^1R^2)_t(C_6$-C_{10} aryl), and $-(CR^1R^2)_t$(4 to 10 membered heterocyclic), wherein t is an integer from 0 to 5, 1 or

2 ring carbon atoms of the heterocyclic group are optionally substituted with an oxo (=O) moiety, the alkyl, aryl and heterocyclic moieties of the foregoing R^6 and R^7 groups are optionally substituted with 1 to 3 substituents independently selected from halo, cyano, nitro, $-NR^1R^2$, trifluoromethyl, trifluoromethoxy, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, hydroxy, and C_1-C_6 alkoxy;

or R^6 and R^7, or R^{6a} and R^7, when attached to the same nitrogen atom, can be taken together to form a 4 to 10 membered heterocyclic ring which may include 1 to 3 additional hetero moieties, in addition to the nitrogen to which said R^6, R^{6a}, and R^7 are attached, selected from N, N(R^1), O, and S, provided two O atoms, two S atoms or an O and S atom are not attached directly to each other;

each R^8 is independently selected from oxo (=O), halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, hydroxy, C_1-C_6 alkoxy, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^6C(O)R^7$, $-NR^6SO_2NR^7R^1$, $-NR^6C(O)NR^1R^7$, $-NR^6C(O)OR^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-NR^6OR^7$, $-SO_2NR^6R^7$, $-S(O)_j$(C_1-C_6 alkyl) wherein j is an integer from 0 to 2, $-(CR^1R^2)_t$(C_6-C_{10} aryl), $-(CR^1R^2)_t$(4 to 10 membered heterocyclic), $-(CR^1R^2)_qC(O)(CR^1R^2)_t$($C_6$-$C_{10}$ aryl), $-(CR^1R^2)_qC(O)(CR^1R^2)_t$(4 to 10 membered heterocyclic), $-(CR^1R^2)_tO(CR^1R^2)_q$(C_6-C_{10} aryl), $-(CR^1R^2)_tO(CR^1R^2)_q$(4 to 10 membered heterocyclic), $-(CR^1R^2)_qS(O)_j(CR^1R^2)_t$($C_6$-$C_{10}$ aryl), and $-(CR^1R^2)_qS(O)_j(CR^1R^2)_t$(4 to 10 membered heterocyclic), wherein j is 0, 1 or 2, q and t are each independently an integer from 0 to 5, 1 or 2 ring carbon atoms of the heterocyclic moieties of the foregoing R^8 groups are optionally substituted with an oxo (=O) moiety, and the alkyl, alkenyl, alkynyl, aryl and heterocyclic moieties of the foregoing R^8 groups are optionally substituted with 1 to 3 substituents independently selected from halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido, $-OR^6$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-NR^6OR^7$, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CR^1R^2)_t$(C_6-C_{10} aryl), and $-(CR^1R^2)_t$(4 to 10 membered heterocyclic), wherein t is an integer from 0 to 5;

each R^{11} is independently selected from the substituents provided in the definition of R^8, except R^{11} is not oxo(=O);

R^{12} is R^6, $-OR^6$, $-OC(O)R^6$, $-OC(O)NR^6R^7$, $-OCO_2R^6$, $-S(O)_jR^6$, $-S(O)_jNR^6R^7$, $-NR^6R^7$, $-NR^6C(O)R^7$, $-NR^6SO_2R^7$, $-NR^6C(O)NR^{6a}R^7$, $-NR^6SO_2NR^{6a}R^7$, $-NR^6CO_2R^7$, CN, $-C(O)R^6$, or halo, wherein j is an integer from 0 to 2;

R^{13} is $-NR^1R^{14}$ or $-OR^{14}$;

R^{14} is H, R^{15}, $-C(O)R^{15}$, $-SO_2R^{15}$, $-C(O)NR^{15}R^7$, $-SO_2NR^{15}R^7$, or $-CO_2R^{15}$;

R^{15} is R^{18}, $-(CR^1R^2)_t(C_6\text{-}C_{10}$ aryl), $-(CR^1R^2)_t$(4 to 10 membered heterocyclic), wherein t is an integer from 0 to 5, 1 or 2 ring carbon atoms of the heterocyclic group are optionally substituted with an oxo (=O) moiety, and the aryl and heterocyclic moieties of the foregoing R^{15} groups are optionally substituted with 1 to 3 R^8 substituents;

each R^{16} and R^{17} is independently selected from H, $C_1\text{-}C_6$ alkyl, and $-CH_2OH$, or R^{16} and R^{17} are taken together as $-CH_2CH_2-$ or $-CH_2CH_2CH_2-$;

R^{18} is $C_1\text{-}C_6$ alkyl wherein each carbon not bound to a N or O atom, or to $S(O)_j$, wherein j is an integer from 0 to 2, is optionally substituted with R^{12};

and wherein any of the above-mentioned substituents comprising a CH_3 (methyl), CH_2 (methylene), or CH (methine) group, which is not attached to a halogeno, SO or SO_2 group or to a N, O or S atom, is optionally subsituted with a group selected from hydroxy, halo, $C_1\text{-}C_4$ alkyl, $C_1\text{-}C_4$ alkoxy and $-NR^1R^2$.

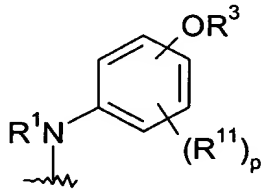
2. Canceled

3. Canceled

4. Canceled

5. (Original) A compound according to claim 1 wherein R^3 is pyridin-3-yl optionally substituted by 1 to 3 R^8 groups.

6. (Previously Amended) A compound according to claim 1 wherein the following structural portion of the compound of formula **1**



is selected from the group consisting of

3-Methyl-4-(pyridin-2-yloxy)-phenylamino

3-Chloro-4-(pyridin-2-yloxy)-phenylamino

3-Methoxy-4-(pyridin-2-yloxy)-phenylamino

4-(pyridin-2-yloxy)-phenylamino

2-Methyl-4-(pyridin-2-yloxy)-phenylamino

2-Methoxy-4-(pyridin-2-yloxy)-phenylamine

3-Chloro-4-(6-methyl-pyridin-2-yloxy)-phenylamino

3-Methoxy-4-(6-methyl-pyridin-2-yloxy)-phenylamino

3-Methyl-4-(6-methyl-pyridin-2-yloxy)-phenylamino

2-Methoxy-4-(6-methyl-pyridin-2-yloxy)-phenylamino

2-Methyl-4-(6-methyl-pyridin-2-yloxy)-phenylamino

4-(6-methyl-pyridin-2-yloxy)-phenylamino

3-Methoxy-4-(2-methyl-pyridin-3-yloxy)-phenylamino

3-Methyl-4-(2-methyl-pyridin-3-yloxy)-phenylamino

3-Chloro-4-(2-methyl-pyridin-3-yloxy)-phenylamino

2-Methoxy-4-(2-methyl-pyridin-3-yloxy)-phenylamino

2-Methyl-4-(2-methyl-pyridin-3-yloxy)-phenylamino

4-(2-methyl-pyridin-3-yloxy)-phenylamino

3-Methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino

3-Chloro-4-(6-methyl-pyridin-3-yloxy)-phenylamino

3-Methoxy-4-(6-methyl-pyridin-3-yloxy)-phenylamino

2-Methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino

2-Methoxy-4-(6-methyl-pyridin-3-yloxy)-phenylamino

4-(6-methyl-pyridin-3-yloxy)-phenylamino

3-Methyl-4-(pyridin-3-yloxy)-phenylamino

3-Chloro-4-(pyridin-3-yloxy)-phenylamino

3-Methoxy-4-(pyridin-3-yloxy)-phenylamino

2-Methyl-4-(pyridin-3-yloxy)-phenylamino

2-Methoxy-4-(pyridin-3-yloxy)-phenylamino

4-(pyridin-3-yloxy)-phenylamino

3-Methyl-4-(2-methyl-pyrimidin-5-yloxy)-phenylamino

3-Chloro-4-(2-methyl-pyrimidin-5-yloxy)-phenylamino

3-Methoxy-4-(2-methyl-pyrimidin-5-yloxy)-phenylamino

2-Methyl-4-(2-methyl-pyrimidin-5-yloxy)-phenylamino

2-Methoxy-4-(2-methyl-pyrimidin-5-yloxy)-phenylamino

4-(2-methyl-pyrimidin-5-yloxy)-phenylamino

3-Methyl-4-(4-methyl-pyrimidin-5-yloxy)-phenylamino

3-Chloro-4-(4-methyl-pyrimidin-5-yloxy)-phenylamino

3-Methoxy-4-(4-methyl-pyrimidin-5-yloxy)-phenylamino

2-Methyl-4-(4-methyl-pyrimidin-5-yloxy)-phenylamino

2-Methoxy-4-(4-methyl-pyrimidin-5-yloxy)-phenylamino

4-(4-methyl-pyrimidin-5-yloxy)-phenylamino

3-Methyl-4-(2-methyl-pyridin-4-yloxy)-phenylamino

3-Chloro-4-(2-methyl-pyridin-4-yloxy)-phenylamino

3-Methoxy-4-(2-methyl-pyridin-4-yloxy)-phenylamino

2-Methyl-4-(2-methyl-pyridin-4-yloxy)-phenylamino

2-Methoxy-4-(2-methyl-pyridin-4-yloxy)-phenylamino

4-(2-methyl-pyridin-4-yloxy)-phenylamino

3-Methyl-4-(pyridin-4-yloxy)-phenylamino

3-Chloro-4-(pyridin-4-yloxy)-phenylamino

3-Methoxy-4-(pyridin-4-yloxy)-phenylamino

2-Methyl-4-(pyridin-4-yloxy)-phenylamino

2-Methoxy-4-(pyridin-4-yloxy)-phenylamino

4-(pyridin-4-yloxy)-phenylamino

3-Methyl-4-(2-methyl-pyrimidin-4-yloxy)-phenylamino

3-Methoxy-4-(2-methyl-pyrimidin-4-yloxy)-phenylamino

3-Chloro-4-(2-methyl-pyrimidin-4-yloxy)-phenylamino

2-Methyl-4-(2-methyl-pyrimidin-4-yloxy)-phenylamino

2-Methoxy-4-(2-methyl-pyrimidin-4-yloxy)-phenylamino

4-(2-methyl-pyrimidin-4-yloxy)-phenylamino

3-Methyl-4-(6-methyl-pyrimidin-4-yloxy)-phenylamino

3-Methoxy-4-(6-methyl-pyrimidin-4-yloxy)-phenylamino

3-Chloro-4-(6-methyl-pyrimidin-4-yloxy)-phenylamino

2-Methyl-4-(6-methyl-pyrimidin-4-yloxy)-phenylamino

2-Methoxy-4-(6-methyl-pyrimidin-4-yloxy)-phenylamino

4-(6-methyl-pyrimidin-4-yloxy)-phenylamino

3-Methyl-4-(pyridazin-3-yloxy)-phenylamino

3-Chloro-4-(pyridazin-3-yloxy)-phenylamino

3-Methoxy-4-(pyridazin-3-yloxy)-phenylamino

2-Methyl-4-(pyridazin-3-yloxy)-phenylamino

2-Methoxy-4-(pyridazin-3-yloxy)-phenylamino

4-(pyridazin-3-yloxy)-phenylamino

3-Methyl-4-(6-methyl-pyridazin-3-yloxy)-phenylamino

3-Chloro-4-(6-methyl-pyridazin-3-yloxy)-phenylamino

3-Methoxy-4-(6-methyl-pyridazin-3-yloxy)-phenylamino

2-Methyl-4-(6-methyl-pyridazin-3-yloxy)-phenylamino

2-Methoxy-4-(6-methyl-pyridazin-3-yloxy)-phenylamino

4-(6-methyl-pyridazin-3-yloxy)-phenylamino

3-Methyl-4-(6-methyl-pyridazin-4-yloxy)-phenylamino

3-Chloro-4-(6-methyl-pyridazin-4-yloxy)-phenylamino

3-Methoxy-4-(6-methyl-pyridazin-4-yloxy)-phenylamino

2-Methyl-4-(6-methyl-pyridazin-4-yloxy)-phenylamino

2-Methoxy-4-(6-methyl-pyridazin-4-yloxy)-phenylamino

4-(6-methyl-pyridazin-4-yloxy)-phenylamino

3-Methyl-4-(3-methyl-pyridazin-4-yloxy)-phenylamino

3-Chloro-4-(3-methyl-pyridazin-4-yloxy)-phenylamino

3-Methoxy-4-(3-methyl-pyridazin-4-yloxy)-phenylamino

2-Methyl-4-(3-methyl-pyridazin-4-yloxy)-phenylamino

2-Methoxy-4-(3-methyl-pyridazin-4-yloxy)-phenylamino

4-(3-methyl-pyridazin-4-yloxy)-phenylamino

3-Methyl-4-(pyridazin-4-yloxy)-phenylamino

3-Chloro-4-(pyridazin-4-yloxy)-phenylamino

3-Methoxy-4-(pyridazin-4-yloxy)-phenylamino

2-Methyl-4-(pyridazin-4-yloxy)-phenylamino

2-Methoxy-4-(pyridazin-4-yloxy)-phenylamino

4-(pyridazin-4-yloxy)-phenylamino

3-Chloro-4-(1-methyl-1H-pyrazol-4-yloxy)-phenylamino

3-Methoxy-4-(1-methyl-1H-pyrazol-4-yloxy)-phenylamino

3-Methyl-4-(1-methyl-1H-pyrazol-4-yloxy)-phenylamino

2-Methoxy-4-(1-methyl-1H-pyrazol-4-yloxy)-phenylamino

2-Methyl-4-(1-methyl-1H-pyrazol-4-yloxy)-phenylamino, and

4-(1-methyl-1H-pyrazol-4-yloxy)-phenylamino.

7. Canceled

8. Canceled

9. Canceled

10. Canceled

11. (Original) A compound according to claim 1 wherein R^4 is $-(CR^{16}R^{17})_m-C\equiv C-(CR^{16}R^{17})_kR^{13}$, wherein k is an integer from 1 to 3 and m is an integer from 0 to 3.

12. (Original) A compound according to claim 1 wherein R^4 is $-(CR^{16}R^{17})_m-C\equiv C-(CR^{16}R^{17})_kR^{13}$, wherein k is an integer from 1 to 3 and m is an integer from 0 to 3, wherein R^{13} is $-NR^1R^{14}$, wherein R^{14} is selected from $-C(O)R^{15}$, $-SO_2R^{15}$, and $-C(O)NR^{15}R^7$.

13. (Original) A compound according to claim 1 wherein R^4 is $-(CR^{16}R^{17})_m-C=C-(CR^{16}R^{17})_kR^{13}$, wherein k is an integer from 1 to 3 and m is an integer from 0 to 3.

14. (Original) A compound according to claim 1 wherein R^4 is $-(CR^{16}R^{17})_m-C=C-(CR^{16}R^{17})_kR^{13}$, wherein k is an integer from 1 to 3 and m is an integer from 0 to 3, wherein R^{13} is $-NR^1R^{14}$, wherein R^{14} is selected from $-C(O)R^{15}$, $-SO_2R^{15}$, and $-C(O)NR^{15}R^7$.

15. (Original) A compound according to claim 1 wherein R^4 is $-(CR^{16}R^{17})_m-C\equiv C-(CR^{16}R^{17})_kR^{13}$ or $-(CR^{16}R^{17})_m-C=C-(CR^{16}R^{17})_kR^{13}$, wherein k is an integer from 1 to 3 and m is an integer from 0 to 3, R^{13} is $-NR^1R^{14}$ or $-OR^{14}$, R^{14} is R^{15}, R^{15} is R^{18}, and R^{18} is C_1-C_6 alkyl optionally substituted by $-OR^6$, $-S(O)_jR^6$, $-NR^6R^7$, $-NR^6C(O)R^7$, $-NR^6SO_2R^7$, $-NR^6CO_2R^7$, CN, $-C(O)R^6$, or halo.

16. (Currently Amended) A compound according to claim 1 selected from the group consisting of:

~~(±) [3-Methyl-4-(pyridin-3-yloxy)-phenyl]-(6-piperidin-3-ylethynyl-quinazolin-4-yl)-amine;~~

2-Methoxy-N-(3-{4-[3-methyl-4-(pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-acetamide

~~(±) [3-Methyl-4-(6-methyl-pyridin-3-yloxy)-phenyl]-(6-piperidin-3-ylethynyl-quinazolin-4-yl)-amine;~~

2-Methoxy-N-(3-{4-[3-methyl-4-(2-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-acetamide

~~[3-Methyl-4-(2-methyl-pyridin-3-yloxy)-phenyl]-(6-piperidin-4-ylethynyl-quinazolin-4-yl)-amine~~

~~[3-Methyl-4-(6-methyl-pyridin-3-yloxy)-phenyl]-(6-piperidin-4-ylethynyl-quinazolin-4-yl)-amine;~~

2-Methoxy-N-(3-{4-[3-methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-acetamide;

2-Fluoro-N-(3-{4-[3-methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-acetamide;

E-2-Methoxy-N-(3-{4-[3-methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-allyl)-acetamide;

[3-Methyl-4-(pyridin-3-yloxy)-phenyl]-(6-piperidin-4-ylethynyl-quinazolin-4-yl)-amine;

2-Methoxy-N-(1-{4-[3-methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-ylethynyl}-cyclopropyl)-acetamide;

E-N-(3-{4-[3-Chloro-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-allyl)-2-methoxy-acetamide;

N-(3-{4-[3-Chloro-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-acetamide;

N-(3-{4-[3-Methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-acetamide;

E-N-(3-{4-[3-Chloro-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-allyl)-acetamide;

E-2-Ethoxy-N-(3-{4-[3-methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-allyl)-acetamide;

1-Ethyl-3-(3-{4-[3-methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-urea;

Piperazine-1-carboxylic acid (3-{4-[3-methyl-4-(6-methyl-pyridin-3-yloxy)-phenylamino]-quinazolin-6-yl}-prop-2-ynyl)-amide;